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Attorneys for Defendants Scott W. H. Seu, Thomas B. Fargo, Celeste A. Connors, Elisia K. Flores, Peggy Y. Fowler, Micah A. Kane, Yoko Otani, Richard J. Dahl, Keith P. Russell, Michael J. Kennedy, William James Scilacci, Jr., Eva T. Zlotnicka, Mary G. Powell, Constance H. Lau, Paul K. Ito, Gregory C. Hazelton, James K. Scott, Kevin H. Taketa and Jeffrey N. Watanabe and Nominal Defendant Hawaiian Electric Industries, Inc.

[Additional counsel listed on signature page]

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

1 Pursuant to Civil Local Rules 6-2 and 7-12 of the Northern District of California Civil Local
 2 Rules (“Civil Local Rule”), plaintiffs Patrick Kallaus (“Kallaus”), Michael Cole (“Cole”), and
 3 Alexander Tai (“Tai,” and together with Kallaus and Cole, “Plaintiffs”) in the above-captioned action
 4 (the “Consolidated Derivative Action”); defendants Timothy E. Johns, James A. Ajello, Scott W. H.
 5 Seu, Thomas B. Fargo, Celeste A. Connors, Elisia K. Flores, Peggy Y. Fowler, Micah A. Kāne, Yoko
 6 Otani, Richard J. Dahl, Keith P. Russell, Michael J. Kennedy, William James Scilacci, Jr., Mary E.
 7 Kipp, Alana K. Pakkala, Toby B. Taniguchi, Kevin M. Burke, Eva T. Zlotnicka, Mary G. Powell,
 8 Constance H. Lau, Paul K. Ito, Gregory C. Hazelton, Shelee M. T. Kimura, Tayne S. Y. Sekimura,
 9 James K. Scott, Kevin H. Taketa, and Jeffrey N. Watanabe (collectively, the “Individual
 10 Defendants”); nominal parties Hawaiian Electric Industries, Inc. (“HEI”) and Hawaiian Electric
 11 Company, Inc. (“HECO,” and together with HEI and the Individual Defendants, “Defendants”); and
 12 Proposed Intervenors George Assad, Robert Faris, and Christina Rice (together with Plaintiffs and
 13 Defendants, the “Parties”), hereby agree and stipulate subject to the terms below that good cause
 14 exists to request an order from the Court adjourning the oral arguments scheduled for November 7,
 15 2024, to enable the Parties to conduct settlement negotiations.

16 A. On March 19, 2024, the Court entered an order to consolidate *Kallaus v. Johns, et al.*,
 17 No. 3:23-cv-06627-JSC (N.D. Cal.), *Cole v. Johns, et al.*, No. 3:24-cv-00598-JSC (N.D. Cal.), and
 18 *Tai v. Seu, et al.*, No. 3:24-cv-01198-JSC (N.D. Cal.) into the above-captioned action. (ECF No. 17)

19 B. On July 8, 2024, HEI filed a motion to dismiss, or in the alternative, stay this case.
 20 (ECF Nos. 29-30.)

21 C. On September 11, 2023, Christina Rice, filed a shareholder derivative action
 22 regarding the 2023 Maui wildfires, captioned *Rice v. Connors*, No. 1CCV-23-0001181 (DEO)
 23 (Haw. 1st Cir. Ct.) in Hawai‘i state court.

24 D. On October 4, 2023 Plaintiff George Assad issued a litigation demand pursuant to
 25 HRS §414-173 to the HEI Board of Directors regarding the 2023 Maui wildfires.

26 E. On January 8, 2024 Plaintiff Robert Faris issued a litigation demand pursuant to HRS
 27 §414-173 to the HEI Board of Directors regarding the 2023 Maui wildfires.

1 F. On April 8, 2024, Plaintiff George Assad filed a shareholder derivative action on
 2 behalf of HEI in the United States District Court for the District of Hawai‘i after determining that
 3 his October 4, 2023 litigation demand was wrongfully refused.

4 G. On June 8, 2024, Plaintiff Robert Faris filed a factually-related shareholder derivative
 5 action on behalf of HEI in the District of Hawai‘i after determining that his January 8, 2024 litigation
 6 demand pursuant to HRS §414-173 was wrongfully refused.

7 H. On July 3, 2024, the Hawai‘i District Court consolidated the Assad and Faris Actions
 8 and appointed the law firms of Robbins LLP and Robbins Geller Rudman & Dowd LLP as Co-Lead
 9 Counsel and the Law Office of Carl M. Varady as Liaison Counsel.

10 I. On August 15, 2024, Plaintiffs Assad and Faris filed a materially similar Verified
 11 Consolidated Shareholder Derivative Complaint for Breach of Fiduciary Duty, Waste of Corporate
 12 Assets, and Unjust Enrichment, captioned *In re Hawaiian Electric Industries, Inc., Stockholder*
 13 *Derivative Litigation*, Lead Case No.: 1:24-CV-00164-MWJS-WRP, in the Federal Court for the
 14 District of Hawai‘i.

15 J. On August 8, 2024, Hawai‘i federal court Plaintiffs George Assad and Robert Faris
 16 filed a motion to intervene and to dismiss or stay in this action. (ECF No. 39.)

17 K. On September 12, 2024, Hawai‘i state court Plaintiff Christina Rice filed a similar
 18 motion to intervene and to dismiss or stay in this action. (ECF No. 48.)

19 L. Oral argument on each of the above motions is currently scheduled for November 7,
 20 2024.

21 M. The Parties have agreed to conduct a mediation before David M. Murphy of Philips
 22 ADR Enterprises. (<https://phillipsadr.com/our-team/david-m-murphy/>.) The Parties are in the
 23 process of scheduling mediation sessions at the end of December, 2024 or January, 2025. At the
 24 present time, the Parties are working towards coordinating schedules among counsel, party
 25 representatives, and insurance carriers, which is why a date certain has not yet been set.

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1 N. The Parties believe that continuing the scheduled oral arguments to January 30, 2025
2 will facilitate a productive mediation and will also best serve the interests of judicial economy and
3 efficiency, for both the Court and the Parties.

4 NOW, THEREFORE, the Parties stipulate and agree, subject to approval of the Court, as
5 follows:

6 1. The hearing on the pending motions currently scheduled for November 7, 2024 shall
7 be continued to January 30, 2025.

8 2. Once the parties identify a date for the mediation in late December or January, the
9 parties shall file a status report alerting the Court of the date selected for mediation.

10 3. Within three business days of the mediation's completion, the parties shall file a status
11 report informing the Court of the mediation's outcome.

12 4. This stipulation shall be without prejudice to or waiver of any Parties' claims, rights,
13 defenses, and arguments.

14 IT IS SO STIPULATED

15 | DATED: November 4, 2024

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/] *Mark R.S. Foster*

Mark R.S. Foster

Attorneys for Defendants Scott W. H. Seu, Thomas B. Fargo, Celeste A. Connors, Elisia K. Flores, Peggy Y. Fowler, Micah A. Kane, Yoko Otani, Richard J. Dahl, Keith P. Russell, Michael J. Kennedy, William James Scilacci, Jr., Eva T. Zlotnicka, Mary G. Powell, Constance H. Lau, Paul K. Ito, Gregory C. Hazelton, James K. Scott, Kevin H. Taketa and Jeffrey N. Wanabe and Nominal Defendant Hawaiian Electric Industries, Inc.

24 DATED: November 4, 2024

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Hawaiian Electric Company, Inc.

7 DATED: November 4, 2024

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22 DATED: November 4, 2024

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4 DATED: November 4, 2024

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11 DATED: November 4, 2024

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George Assad and Robert Faris

1 DATED: November 4, 2024

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5 *Attorneys for Proposed Intervenor Christina Rice*

7 Pursuant to Civil Local Rule 5-1(i)(3), all signatories concur in filing this stipulation.

8 DATED: November 4, 2024

9 By: /s/ Mark R.S. Foster

10 Mark R.S. Foster

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[PROPOSED] ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: November ___, 2024

HONORABLE JACQUELINE SCOTT CORLEY
UNITED STATES DISTRICT JUDGE